

Hodwell, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

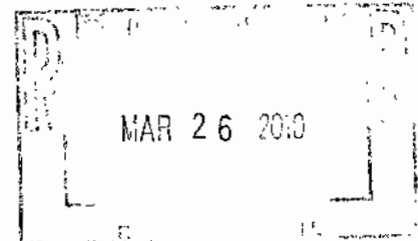
IN RE STATE STREET BANK AND
TRUST CO. ERISA LITIGATION

This Document Relates To:
No. 07 Civ. 9319
No. 07 Civ. 9687
No. 08 Civ. 0265

MDL DOCKET No. 1945
Master File No. 07-cv-8488 (RJH)
ECF Case

~~[PROPOSED]~~ ORDER APPROVING FINAL
DISTRIBUTION OF NET SETTLEMENT FUND

[Signature]



Lead Plaintiffs Alan Kober (as Trustee of the Andover Companies Employee Savings and Profit Sharing Plan); Warren Cohen (as Trustee of the Unisystems, Inc. Employees' Profit Sharing Plan); and John L. Patenaude (as a member of the Nashua Corporation Pension Plan Committee) (collectively, "Lead Plaintiffs")¹ moved this Court for an Order approving final distribution of the Net Settlement Fund, and the Court having considered all materials and argument submitted in support of the motion, including Lead Plaintiffs' Memorandum In Support Of Unopposed Motion For Entry Of Final Distribution Order, and the Declaration Of Jennifer M. Keough Regarding Distribution of Settlement Fund (the "Keough Decl.") and Declaration of Derek W. Loeser, submitted therewith;

NOW, THEREFORE, IT IS HEREBY ORDERED:

A. The Claims Administrator, The Garden City Group, Inc. ("GCG"), is directed to return to State Street the total amount of \$6,503,127.65 pursuant to Paragraph 12.2 of the Stipulation and the Second Supplemental Agreement. This amount represents the Allocable Settlement Share, net of pro rata Notice Costs, for the three related ERISA Plans (the "RJR Plans") which opted out of the Class;

B. The Court authorizes GCG to obtain payment from the Settlement Fund in the total amount of \$38,956.33, for the fees and expense incurred and estimated to be incurred in connection with the administration of the Settlement pursuant to the Stipulation and related filings.

C. Thereafter, GCG is directed to distribute the Net Settlement Fund to the Included Plans pursuant to the Court-approved Plan of Allocation;

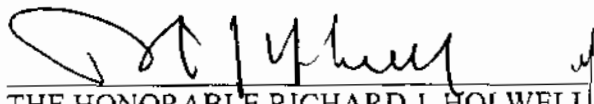
¹ Capitalized terms not otherwise defined herein shall have the meaning assigned to them in the Stipulation of Settlement between Lead Plaintiffs and Defendant dated August 19, 2009 and its exhibits ("Stipulation").

D. The Court hereby bars any further claims against the Net Settlement Fund other than any claims seeking the amounts allocated to the Included Plans pursuant to the Plan of Allocation, and release and discharge all persons involved in the review, verification, calculation, or tabulation of claim amounts (or in any other aspect of settlement administration or taxation of the Settlement Fund or the Net Settlement Fund) from any and all claims arising out of the settlement administration; and

E. This Court retains jurisdiction to consider any further applications concerning the administration of the Settlement, and such other and further relief as this Court deems appropriate.

IT IS SO ORDERED.

Dated: 4/12/10


THE HONORABLE RICHARD J. HOLWELL
UNITED STATES DISTRICT COURT JUDGE